



RECORDATION NO. 20850 FILED

SEP 4 '97

9-44 AM

DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company

August 21, 1997

SEP 4 9 44 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated as of June 5, 1997 between the following parties:

Lessee: United States Gypsum Company
125 S. Franklin Street
Chicago, IL 60606-4678
Attention: Robert W. Brown

Lessor: DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202
Attention: Vice President

Please see Exhibit A attached hereto for the equipment involved in this transaction.

Please file this agreement as a primary document. The amount of \$24.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julie M. Woodard
Documentation Assistant

Enclosures

CERTIFICATE

The undersigned, *Dianna L. Tobler* notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Dianna L. Tobler

Notary Public

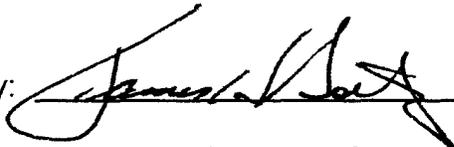
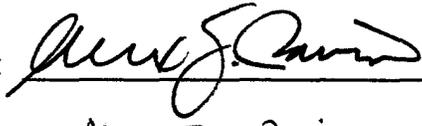
DIANNA L. TOBLER
Notary Public, State of Ohio
My Commission Expires June 7, 1999

SEP 4 '97 9-44 AM

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 5th day of June, 1997, is intended to evidence the lease dated as of June 5, 1997 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **UNITED STATES GYPSUM COMPANY**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the fourteen (14) described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

DJJ TRANSPORTATION SERVICES, INC.**UNITED STATES GYPSUM COMPANY**By: By: Name: James H. GoetzName: Alex J. PavinTitle: Vice PresidentTitle: Director, Global LogisticsDate: June 5, 1997Date: 6/24/97

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 5th day of June, 1997, by James H. Goetz, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Dianna L. Tobler
Notary Public

My Commission expires:

June 7, 1999

DIANNA L. TOBLER
Notary Public, State of Ohio
My Commission Expires June 7, 1999

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

The foregoing instrument was acknowledged before me this 24th day of June, 1997, by Alan J. Levin, the Gen. Mgr. & Supt. of United States Gypsum Company, a Delaware corporation, on behalf of the corporation.

Jo Ann M. Zack
Notary Public

My Commission expires:

12-9-99

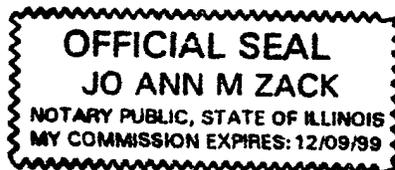


EXHIBIT A

To the Memorandum of Lease dated June 5, 1997, between DJJ Transportation Services, Inc. and United States Gypsum Company.

DESCRIPTION OF UNITS

Fourteen (14) railcars bearing reporting marks as follows:

DJJX 309	DJJX 570
DJJX 339	DJJX 7200
DJJX 349	DJJX 7204
DJJX 404	DJJX 7208
DJJX 422	DJJX 7219
DJJX 502	DJJX 7224
DJJX 533	DJJX 7226